

**Redacted Exhibit 5 to the
Declaration of Mark Carlson
IOT Motion for Summary
Judgment**

REARDEN LLC, ET AL. vs THE WALT DISNEY COMPANY, ET AL.
Confidential William Condon on 07/29/2020

1 UNITED STATES DISTRICT COURT
2 NORTHERN DISTRICT OF CALIFORNIA
3 SAN FRANCISCO DIVISION
4

5 REARDEN LLC, REARDEN MOVA LLC,)
6 California limited liability)
7 companies,)
8 Plaintiff(s),)
9 VS.) Case No.
10) 4:17-CV-04006-JST
11 THE WALT DISNEY COMPANY, a) 4:17-CV-04191-JST
12 Delaware corporation; WALT)
13 DISNEY MOTION PICTURES GROUP,) Volume 1
14 INC., a California corporation;)
15 BUENA VISTA HOME ENTERTAINMENT,)
16 INC., a California corporation;)
17 MARVEL STUDIOS, LLC, a Delaware)
18 limited liability company;)
19 MANDEVILLE FILMS, INC., a)
20 California Corporation,)
21 Defendant(s).)
22)
23)
24)
25)
AND ALL RELATED ACTIONS.)
)

18 CONFIDENTIAL
19 VIDEOCONFERENCE DEPOSITION OF WILLIAM CONDON
20 New York, New York
21 Wednesday, July 29, 2020
22

23 Reported by:
24 Rhonda Norberg
25 CSR No. 9265, CCRR No. 185

REARDEN LLC, ET AL. vs THE WALT DISNEY COMPANY, ET AL.**Confidential****William Condon on 07/29/2020****Pages 10..13**

Page 10	Page 12
<p>1 MR. KLAUS: If I -- unless I tell you -- I</p> <p>2 instruct you not to answer the question --</p> <p>3 THE WITNESS: Okay.</p> <p>4 MR. KLAUS: -- yeah, answer the question.</p> <p>5 THE WITNESS: Okay.</p> <p>6 MR. CARLSON: Okay. Hold on a second. I've</p> <p>7 lost you.</p> <p>8 Is it -- is it Emily? Are you the tech?</p> <p>9 THE VIDEOCONFERENCE TECHNICIAN: It is Emily.</p> <p>10 MR. CARLSON: So I've -- I've lost the -- the</p> <p>11 screen that we were just on.</p> <p>12 THE VIDEOCONFERENCE TECHNICIAN: Did you</p> <p>13 minimize it?</p> <p>14 MR. CARLSON: I'm back. I'm back.</p> <p>15 Q So, Mr. Condon, was one of the promotional</p> <p>16 events that you did at a -- at a restaurant in Paris?</p> <p>17 A Yes.</p> <p>18 Q Okay. I --</p> <p>19 A The Hotel Meurice, wasn't it? I think it was</p> <p>20 at the Hotel Meurice in the -- in the ballroom there.</p> <p>21 I'm not sure it was the restaurant. But yeah.</p> <p>22 Q Okay. And I want to show you a little bit of</p> <p>23 video from that event and ask you some questions about</p> <p>24 it, if I -- I could. So let's see if I can pull a</p> <p>25 little bit of this magic off.</p>	<p>1 THE WITNESS: Okay.</p> <p>2 MR. CARLSON: -- to save us some time.</p> <p>3 MR. KLAUS: And, Mark, just before you do that,</p> <p>4 I will again say since we're -- we've got video coming</p> <p>5 in and we're all in different locations on a screen and</p> <p>6 it may be somewhat hard to hear --</p> <p>7 Mr. Condon, if you could just wait after --</p> <p>8 THE WITNESS: Sure.</p> <p>9 MR. KLAUS: -- Mr. Carlson asks any questions</p> <p>10 and give me -- in case I have any objection I make for</p> <p>11 the record.</p> <p>12 THE WITNESS: Yes.</p> <p>13 MR. CARLSON: Okay. So I'm -- I'm taking a</p> <p>14 look now at 12 minutes and 10 seconds through 13:29. If</p> <p>15 you'll just watch this.</p> <p>16 (A video recording was played.)</p> <p>17 BY MR. CARLSON:</p> <p>18 Q Okay. So that is Mr. Stevens describing how</p> <p>19 you used MOVA to capture his facial performance as the</p> <p>20 Beast in Beauty and the Beast, correct?</p> <p>21 A Yes.</p> <p>22 MR. KLAUS: Object. Objection; vague and</p> <p>23 ambiguous.</p> <p>24 MR. CARLSON: Okay. And then we're just going</p> <p>25 to jump to here.</p>
Page 11	Page 13
<p>1 Can you see a full-page screen of the --</p> <p>2 A Yep. Yes.</p> <p>3 Q Okay. Good.</p> <p>4 And do you recognize this as the --</p> <p>5 A Yes.</p> <p>6 (A video recording was played.)</p> <p>7 BY MR. CARLSON:</p> <p>8 Q All right. So -- so this is -- this is where</p> <p>9 you had the publicity event in Paris. And this is you</p> <p>10 sitting down there?</p> <p>11 A Yes.</p> <p>12 Q Second from the end?</p> <p>13 A Yes.</p> <p>14 Q All right. And then that's Ms. Watson, who</p> <p>15 played Belle?</p> <p>16 A Correct.</p> <p>17 Q All right. And then we have, finally,</p> <p>18 Dan Stevens, Mr. Stevens, who played the Beast over</p> <p>19 here; is that right?</p> <p>20 A Yep.</p> <p>21 MR. CARLSON: And he ends up, I think, I don't</p> <p>22 know, about three or four people down to your -- to your</p> <p>23 right.</p> <p>24 All right. So I'm going to move forward here a</p> <p>25 little bit --</p>	<p>1 (A video recording was played.)</p> <p>2 MR. CARLSON: All right. And then that's</p> <p>3 Ms. Watson talking about how you were able to use MOVA</p> <p>4 to make the CG -- to make the CG Beast more human and to</p> <p>5 capture the subtleties of Mr. Stevens' facial</p> <p>6 expression; is that correct?</p> <p>7 MR. KLAUS: Objection; that misstates what was</p> <p>8 stated, that assumes facts not in evidence, and it's</p> <p>9 vague and ambiguous.</p> <p>10 You may answer the question, Mr. Condon.</p> <p>11 THE WITNESS: Yes.</p> <p>12 BY MR. CARLSON:</p> <p>13 Q And -- and that was what you were going for,</p> <p>14 right? You were -- you were -- you wanted to make the</p> <p>15 Beast as it appeared on the screen to seem human to the</p> <p>16 audience, correct?</p> <p>17 MR. KLAUS: Objection; vague and ambiguous.</p> <p>18 THE WITNESS: And -- and I would say no.</p> <p>19 Obviously, he's a beast, not human, but you wanted to</p> <p>20 have a vestige of the human -- the person, the man who</p> <p>21 it -- was underneath the Beast, you know, so, obviously,</p> <p>22 it's always a -- you don't want him to be a human, but</p> <p>23 you want to have a sense of the human being underneath.</p> <p>24 That was what we were going for.</p> <p>25 MR. CARLSON: Yeah.</p>

REARDEN LLC, ET AL. vs THE WALT DISNEY COMPANY, ET AL.**Confidential****William Condon on 07/29/2020****Pages 14..17**

Page 14	Page 16
<p>1 Q I mean, that's really the challenge, right?</p> <p>2 Because he has to be both believably a beast and yet</p> <p>3 also believably human at the same time.</p> <p>4 A Yes, he has to be -- he is some combination.</p> <p>5 He is a human who has been turned into a beast, yes.</p> <p>6 MR. CARLSON: Then let me just move forward one</p> <p>7 more time.</p> <p>8 (A video recording was played.)</p> <p>9 MR. CARLSON: Let me just stop there.</p> <p>10 Q So -- so that was really the challenge that we</p> <p>11 were talking about. You -- you have -- not only do you</p> <p>12 have to portray this character as being, you know, both</p> <p>13 beast-like and -- and human, but this is -- it's not a</p> <p>14 peripheral character. He's -- he's at the emotional</p> <p>15 center of the film and he's, more than that, the</p> <p>16 romantic lead?</p> <p>17 A Correct.</p> <p>18 MR. KLAUS: Objection; vague and ambiguous.</p> <p>19 You may answer.</p> <p>20 THE WITNESS: Yeah, I would -- he's -- he and</p> <p>21 she -- she is, obviously, the emotional center of the</p> <p>22 movie; but their relationship is at the emotional center</p> <p>23 of the movie, yes.</p> <p>24 BY MR. CARLSON:</p> <p>25 Q Okay. And -- and -- and why was it that you</p>	<p>1 out the Beast, when the -- that led to sleepless nights</p> <p>2 was Mrs. Potts, who no matter what we did, looked</p> <p>3 creepy, you know. So these -- it defines the challenge,</p> <p>4 one of the challenges, one of the big challenges. There</p> <p>5 are others.</p> <p>6 You know, a big challenge on this movie is</p> <p>7 taking a beloved movie and both being true to it and</p> <p>8 doing something new to it. You know, many, many</p> <p>9 challenges; but this is one of the challenges, yes.</p> <p>10 Q And I didn't mean to single it out as the only</p> <p>11 challenge.</p> <p>12 A Right. Sure.</p> <p>13 Q I guess my question is why was it scary to you?</p> <p>14 That is, the presenting the romantic hero in CG.</p> <p>15 MR. KLAUS: Objection -- objection, vague and</p> <p>16 ambiguous, misstates testimony.</p> <p>17 You may answer the question.</p> <p>18 THE WITNESS: Yeah. I think scary just -- you</p> <p>19 know, you're a director, you're scared of things that --</p> <p>20 unless you get them, until you feel confident that</p> <p>21 you've cracked them, you know. "Scary" means</p> <p>22 challenging, honestly.</p> <p>23 BY MR. CARLSON:</p> <p>24 Q Yeah. What -- what -- was there a point where</p> <p>25 you felt like you had cracked the challenge of the</p>
Page 15	Page 17
<p>1 considered that a scary challenge?</p> <p>2 MR. KLAUS: Objection; vague and ambiguous.</p> <p>3 THE WITNESS: Yeah. I would say, you know, I</p> <p>4 think I said it's one of the scary challenges. The --</p> <p>5 you know, this is a tricky thing. We were making a film</p> <p>6 version of a story that had been created for animation,</p> <p>7 right?</p> <p>8 And in animation, there's absolutely no limit</p> <p>9 beyond the imagination of an animator to what you can --</p> <p>10 can create, you know. Here we were living in a -- in a</p> <p>11 world -- we were saying the story happened in real life.</p> <p>12 That's the -- the definition of this live-action</p> <p>13 version.</p> <p>14 So that -- there are a number of things. My</p> <p>15 God, a talking teacup, you know? A -- a talking candle.</p> <p>16 A beast who is also human. There are a number of things</p> <p>17 that presented tremendous challenges and they -- we</p> <p>18 would -- you know, they would sort of fall one by one as</p> <p>19 we felt like "Oh, God, we've got a handle on this."</p> <p>20 You know, I remember we did a -- a test on Chip</p> <p>21 and came up with the idea that he's a skateboarder, you</p> <p>22 know, and that his -- his dish moves separately from</p> <p>23 him. And we thought okay. We've got one down, you</p> <p>24 know.</p> <p>25 And the last one to fall, well after we figured</p>	<p>1 Beast?</p> <p>2 A Well, you know, it's -- it's odd for me because</p> <p>3 you -- you probably have heard, you know, I was a</p> <p>4 skeptic on the whole approach that we ultimately took.</p> <p>5 You know, there's a movie that came out and won the</p> <p>6 Oscar for best picture a little after us called The</p> <p>7 Shape of Water where Guillermo del Toro, who I know, did</p> <p>8 something very different and closer to what I wanted to</p> <p>9 do, which was a makeup Beast, a fully prosthetic Beast</p> <p>10 with then digital sort of enhancements, you know, to the</p> <p>11 face.</p> <p>12 It -- it's primitive, but -- but because it is</p> <p>13 truly the actor all the time with no digital addition,</p> <p>14 really, it can be emotionally very powerful, right?</p> <p>15 So -- so if you say -- I think your question was was I</p> <p>16 ultimately happy.</p> <p>17 Is that right?</p> <p>18 Q No.</p> <p>19 The question was -- you mentioned how you have</p> <p>20 lots of challenges in making a film.</p> <p>21 A Right, right.</p> <p>22 Q And you -- and you meet them, you know, one at</p> <p>23 a time and -- until you crack them and -- and then</p> <p>24 they're not scary or challenging anymore.</p> <p>25 A Yeah.</p>

REARDEN LLC, ET AL. vs THE WALT DISNEY COMPANY, ET AL.**Confidential****William Condon on 07/29/2020****Pages 18..21**

Page 18	Page 20
1 Q And I wondered if there was a point where you	1 Q And that was a true story; is that correct?
2 felt like you had cracked the challenge of the Beast.	2 A Yes, that was, yes.
3 A It's a -- it's a tough question to answer	3 Q Uh-huh. Okay. And -- and you were capturing
4 because I -- I don't know that we 100 percent cracked it	4 Mr. Stevens' facial performance using MOVA at that time;
5 at the end of the day, you know, as you can tell from	5 is that right?
6 certain reviews.	6 A Yes.
7 But I guess there was -- you know, at a certain	7 MR. KLAUS: Objection; vague and ambiguous.
8 point it was -- it was more a Disney decision than mine	8 MR. CARLSON: So for the record, I'm going to
9 to take this approach; and having done it, it was	9 mark the Paris press conference video as Exhibit 135.
10 fingers crossed that it would work. I guess I saw some	10 (Exhibit No. 135 was marked for
11 first iteration of Dan's work with the Beast up; but,	11 identification by the court
12 you know, it took months and months and months and I	12 reporter; attached hereto.)
13 don't know that it happened even while we were in	13 MR. CARLSON: Kelly, you have these I think on
14 production to actually see that oh, this will -- this	14 little thumb drives in your folder.
15 may work, you know.	15 Then I am going to switch over now to one more
16 Q Let me -- let me just show you the next section	16 video if you'll bear with me.
17 of this.	17 All right. And -- all right.
18 A Sure.	18 Q Mr. Condon, do you -- do you see the video on
19 MR. CARLSON: And ask you another question.	19 your screen?
20 (A video recording was played.)	20 A Yes.
21 BY MR. CARLSON:	21 MR. CARLSON: All right.
22 Q Now, so that's you talking about MOVA; is that	22 (A video recording was played.)
23 correct?	23 BY MR. CARLSON:
24 A Yes, that's correct.	24 Q So this is another promotional event --
25 MR. CARLSON: All right.	25 A Yes.
Page 19	Page 21
1 (A video recording was played.)	1 Q -- for Beauty and the Beast, correct?
2 MR. CARLSON: So now you tell the story of the	2 A Yes.
3 visual effects supervisor's daughter who came to the	3 Q And you attended this one as well?
4 MOVA capture session to see Mr. Stevens' facial	4 A Yes.
5 performance for the waltz scene --	5 Q All right. And so --
6 THE WITNESS: Excuse me. Mark? Mark? Have we	6 A Oh, my God.
7 lost Kelly? We got a note that we've lost Kelly, maybe.	7 Q Must have been a cold day.
8 THE STENOGRAPHER: This is the reporter. He	8 A I guess it was.
9 dropped off of my realtime as well.	9 (A video recording was played.)
10 Shall we go off the record?	10 BY MR. CARLSON:
11 MR. CARLSON: Yeah, let's go off the record.	11 Q So that's you second from the left sitting
12 (A recess was taken from 9:22 a.m.	12 down, and -- and that's Mr. Stevens just to your left;
13 to 9:36 a.m.)	13 is that right?
14 MR. CARLSON: All right. Mr. Condon, if you	14 Okay. Then I want to just jump ahead -- okay.
15 could just reflect back on the segment of -- of the	15 To 10 minutes and 40 seconds in.
16 Paris press conference that we just watched where you	16 (A video recording was played.)
17 were telling the story of how a visual effects	17 BY MR. CARLSON:
18 supervisor's daughter came in while Mr. Stevens was	18 Q All right. So my question is, that's
19 doing his facial performance for the waltz scene and	19 Mr. Stevens talking about your use of -- of MOVA to
20 doing the Beast expressions while he was dancing with	20 capture his facial performance as the Beast in Beauty
21 Belle and the little girl was -- was crying just from	21 and the Beast, correct?
22 watching his -- his -- his facial performance.	22 A Yes.
23 Q Do you recall that?	23 MR. KLAUS: Objection; misstates -- misstates
24 A Yes.	24 the evidence, vague and ambiguous.
25 Mimi Steele's daughter, I think.	25 But you may answer.

REARDEN LLC, ET AL. vs THE WALT DISNEY COMPANY, ET AL.**Confidential****William Condon on 07/29/2020****Pages 22..25**

Page 22	Page 24
<p>1 THE WITNESS: Yes.</p> <p>2 BY MR. CARLSON:</p> <p>3 Q And -- and this was, you know, as far as you</p> <p>4 knew, the first time it was used for a romantic lead in</p> <p>5 a film?</p> <p>6 MR. KLAUS: Objection; vague and ambiguous.</p> <p>7 You may answer.</p> <p>8 THE WITNESS: As far as I knew, yes.</p> <p>9 BY MR. CARLSON:</p> <p>10 Q And then there's a -- a little difference</p> <p>11 between Ms. Watson and Mr. Stevens about how frequently</p> <p>12 you did the -- the MOVA capture sessions. He says it's</p> <p>13 about every other week and she says every Friday.</p> <p>14 Do you recall how frequently you did those?</p> <p>15 A My -- my recollection is that it -- closer to</p> <p>16 Dan's than to hers.</p> <p>17 Q Okay.</p> <p>18 A I don't believe it was every week.</p> <p>19 MR. CARLSON: Okay. All right. And then I</p> <p>20 have -- I have one more sequence here to -- to show you.</p> <p>21 All right.</p> <p>22 (A video recording was played.)</p> <p>23 BY MR. CARLSON:</p> <p>24 Q So this -- this is Mr. Stevens talking about, I</p> <p>25 think, something you mentioned earlier about how it was</p>	<p>1 BY MR. CARLSON:</p> <p>2 Q So up to this point he's talking about the</p> <p>3 process that we were just talking about, right?</p> <p>4 A Yes.</p> <p>5 (A video recording was played.)</p> <p>6 BY MR. CARLSON:</p> <p>7 Q So and in -- the technology, the MOVA</p> <p>8 technology, allowed you to retain the elements that you</p> <p>9 had in his performance in the CG character as it</p> <p>10 ultimately appeared, correct?</p> <p>11 MR. KLAUS: Objection; that completely</p> <p>12 misstates what Mr. Stevens said, it's vague and</p> <p>13 ambiguous.</p> <p>14 You may -- you may answer the question,</p> <p>15 Mr. Condon.</p> <p>16 MR. CARLSON: Mr. Klaus, you're going to need</p> <p>17 to keep your objections to the form of the question.</p> <p>18 MR. KLAUS: I -- let me --</p> <p>19 MR. CARLSON: I'm going to have to -- we're</p> <p>20 going to have to take it up with the speaking objection.</p> <p>21 All right?</p> <p>22 MR. KLAUS: I'm sorry. I'm sorry. There was</p> <p>23 no speaking objection. I was making a perfectly valid</p> <p>24 objection for the record. Mr. Carlson, if you'd like me</p> <p>25 to explain --</p>
Page 23	Page 25
<p>1 sort of a gradual process to see the MOVA transfers</p> <p>2 being applied to the -- to the -- to the film footage;</p> <p>3 is that correct?</p> <p>4 A Yes.</p> <p>5 MR. KLAUS: Objection; misstates testimony,</p> <p>6 vague and ambiguous.</p> <p>7 You may answer.</p> <p>8 THE WITNESS: Yes.</p> <p>9 BY MR. CARLSON:</p> <p>10 Q And -- and -- and he's talking about how MOVA</p> <p>11 allowed you to -- to retain the elements of Mr. Stevens'</p> <p>12 performance in the CG character as it appeared on the</p> <p>13 screen, correct?</p> <p>14 MR. KLAUS: Objection; vague and ambiguous,</p> <p>15 misstates what Mr. Stevens said.</p> <p>16 You may answer the question, Mr. Condon.</p> <p>17 THE WITNESS: I don't think in this section</p> <p>18 that's what he was talking about, no. I think this was</p> <p>19 entirely about his reaction to seeing it in different</p> <p>20 stages. I could be wrong.</p> <p>21 MR. CARLSON: Yeah. Let me --</p> <p>22 THE WITNESS: Play it again?</p> <p>23 MR. CARLSON: Yeah.</p> <p>24 (A video recording was played.)</p> <p>25 ///</p>	<p>1 MR. CARLSON: No. I think you've talked</p> <p>2 enough, Mr. Klaus.</p> <p>3 MR. KLAUS: First of all, do not interrupt me.</p> <p>4 But when I -- I -- I made my -- I made my</p> <p>5 objection. If you would like me to -- if you would like</p> <p>6 me to explain it, I will explain it, Mr. Carlson; but</p> <p>7 I've made my objection and you're not going to stop me</p> <p>8 from making my objections.</p> <p>9 You may answer the question, Mr. Condon.</p> <p>10 BY MR. CARLSON:</p> <p>11 Q Mr. Condon, do you have the question in mind?</p> <p>12 A I don't. I'm sorry. Just that last bit again?</p> <p>13 Q The question was, Mr. Stevens, at the</p> <p>14 conclusion -- we can go back and re-watch this, but he</p> <p>15 was talking about how the technology, the MOVA</p> <p>16 technology, allowed you to retain the elements of his</p> <p>17 performance in the CG Beast character as it appeared on</p> <p>18 the screen, correct?</p> <p>19 MR. KLAUS: Objection -- objection;</p> <p>20 misstates -- misstates the record, vague and ambiguous.</p> <p>21 You may answer.</p> <p>22 THE WITNESS: Yeah, I don't think that was what</p> <p>23 he was -- he was not talking right then about the MOVA</p> <p>24 technology as the thing that allowed that to happen. He</p> <p>25 was talking about -- about his own relief that there was</p>

REARDEN LLC, ET AL. vs THE WALT DISNEY COMPANY, ET AL.**Confidential****William Condon on 07/29/2020****Pages 26..29**

Page 26	Page 28
<p>1 a mix of -- of, you know, the Beast and him that he</p> <p>2 could -- that he could see the performance coming</p> <p>3 through it.</p> <p>4 I don't think it was as specific -- you're --</p> <p>5 it doesn't -- to me this was not a question or a</p> <p>6 statement about MOVA here. And my only point would be</p> <p>7 if we'd used another technology and -- he'd be -- he'd</p> <p>8 be, I suspect, saying the same thing at this -- you</p> <p>9 know, to this question in this little area here.</p> <p>10 BY MR. CARLSON:</p> <p>11 Q But it's true that it was the -- the MOVA</p> <p>12 technology that allowed you to keep the elements of</p> <p>13 Mr. Stevens' facial performance in the CG character as</p> <p>14 it appeared on the screen, correct? That's what you</p> <p>15 used?</p> <p>16 MR. KLAUS: Objection; compound, lacks</p> <p>17 foundation, vague and ambiguous.</p> <p>18 You may answer.</p> <p>19 THE WITNESS: Again, I guess I'd -- how does</p> <p>20 that connect to what Dan said? I thought we were</p> <p>21 talking about what -- what Dan said.</p> <p>22 MR. CARLSON: I'm stepping aside now. Dan --</p> <p>23 THE WITNESS: We're done --</p> <p>24 BY MR. CARLSON:</p> <p>25 Q Mr. Steven was talking about the -- the -- how</p>	<p>1 It's not production notes. It's after that, I</p> <p>2 assume.</p> <p>3 "Sound Ups." Yes. I found it.</p> <p>4 MR. CARLSON: Okay. And this is a document</p> <p>5 that has production numbers Rearden-Condon-0001004</p> <p>6 through 1016.</p> <p>7 THE WITNESS: Yes.</p> <p>8 MR. CARLSON: And I'd like to mark this as</p> <p>9 Exhibit 137.</p> <p>10 (Exhibit No. 137 was marked for</p> <p>11 identification by the court</p> <p>12 reporter; attached hereto.)</p> <p>13 BY MR. CARLSON:</p> <p>14 Q So you have the document before you,</p> <p>15 Mr. Condon?</p> <p>16 A Yes.</p> <p>17 Q And this is a document that you've produced</p> <p>18 from your files, correct?</p> <p>19 A That I've produced from my files?</p> <p>20 MR. CARLSON: Yes.</p> <p>21 MR. KLAUS: I think -- think what he's --</p> <p>22 THE WITNESS: Oh, from the envelope, yes.</p> <p>23 MR. KLAUS: What he's saying, Mr. Condon, is</p> <p>24 that these came from your documents.</p> <p>25 I can represent to Mr. Carlson that's correct.</p>
Page 27	Page 29
<p>1 he could see the elements of his performance in the</p> <p>2 final CG character, and I'm asking you wasn't it the</p> <p>3 MOVA technology that allowed you to take the elements of</p> <p>4 his facial performance and preserve them in the CG</p> <p>5 character?</p> <p>6 MR. KLAUS: Objection; vague and ambiguous,</p> <p>7 assumes facts not in evidence, calls for opinion</p> <p>8 testimony.</p> <p>9 You may answer.</p> <p>10 THE WITNESS: Yes.</p> <p>11 MR. CARLSON: All right. And so I want to mark</p> <p>12 the -- the TCL Chinese Theater video as Exhibit 136.</p> <p>13 (Exhibit No. 136 was marked for</p> <p>14 identification by the court</p> <p>15 reporter; attached hereto.)</p> <p>16 MR. CARLSON: Okay. And now we should be back</p> <p>17 on our screen where we can all see each other.</p> <p>18 THE WITNESS: Yep.</p> <p>19 BY MR. CARLSON:</p> <p>20 Q So, Mr. Condon, when you were going through</p> <p>21 your documents, you -- I heard you say that you had</p> <p>22 something called "Beauty and the Beast Bill Condon Sound</p> <p>23 Ups & Interview Questions."</p> <p>24 Do you think you could find that for me?</p> <p>25 A Sure.</p>	<p>1 MR. CARLSON: Okay. Thank you.</p> <p>2 Q And was this for an interview that you did for</p> <p>3 purposes of promoting Beauty and the Beast?</p> <p>4 A Yeah.</p> <p>5 I think -- I'm pretty sure what this is is they</p> <p>6 sit me down with one of their people and they just ask a</p> <p>7 lot of very kind of general questions and then they --</p> <p>8 they transcribe that and -- into a document like this</p> <p>9 and clean it up, I think, all the ums and that stuff go</p> <p>10 away.</p> <p>11 Q Okay. And when you say "they," who do you</p> <p>12 mean?</p> <p>13 A I mean someone in the publicity department.</p> <p>14 Stephanie Kluff sort of was our point person there, so</p> <p>15 someone who worked for her would have done -- there's --</p> <p>16 I don't remember who did this, honestly, would sit</p> <p>17 opposite me and ask these questions.</p> <p>18 Q Okay. I'm sorry. I didn't get that name. Was</p> <p>19 it Stephanie Kluff?</p> <p>20 A Kluff, K-l-u-f-t, who is the head of -- she was</p> <p>21 the vice president of publicity, but she -- her specific</p> <p>22 project, she was our project manager, you know, so</p> <p>23 she -- she ran all of this stuff.</p> <p>24 Q Okay. And -- and Ms. Kluff was vice president</p> <p>25 of publicity for whom?</p>

REARDEN LLC, ET AL. vs THE WALT DISNEY COMPANY, ET AL.**Confidential****William Condon on 07/29/2020****Pages 30..33**

<p style="text-align: right;">Page 30</p> <p>1 For Disney?</p> <p>2 A For Disney, that's right.</p> <p>3 Q All right. So she would have prepared this</p> <p>4 document after an interview with you? is that correct?</p> <p>5 A Yes, I assume, yes.</p> <p>6 Q And -- and the purpose of the interview was for</p> <p>7 the purposes of promoting the film?</p> <p>8 A Yes.</p> <p>9 Q I want to turn to page -- if you look at the</p> <p>10 lower right-hand corner, it's Page 1008.</p> <p>11 A Can I take that back? You know, I'm going to</p> <p>12 take it back because I see it says "Deleted Scenes With</p> <p>13 Intro," so this, I believe, was actually an on-camera</p> <p>14 interview done in post when we were all done with the</p> <p>15 movie while we were -- as I said, you know -- for</p> <p>16 example, the first time while we're in production, she</p> <p>17 brings somebody to talk to me, you know, and there's a</p> <p>18 certain amount that they get out of this.</p> <p>19 We do another big interview while we're</p> <p>20 editing, you know, for the -- you know, for all those</p> <p>21 notes that they -- and then a separate -- this is not</p> <p>22 Stephanie, this is now a separate division. It's Disney</p> <p>23 Home Video who is doing an on-camera interview with me</p> <p>24 that then this -- this, I think, is culled from.</p> <p>25 Q Okay. So -- so you believe this would have</p>	<p style="text-align: right;">Page 32</p> <p>1 THE WITNESS: Okay.</p> <p>2 MR. CARLSON: I -- I apologize that these</p> <p>3 weren't given to you in sequence. It's -- we have to</p> <p>4 deal with a contractor to do this.</p> <p>5 THE WITNESS: Sure.</p> <p>6 MR. CARLSON: So the next one I wanted you to</p> <p>7 find for me is a document that is an e-mail, and it's</p> <p>8 attached to the -- I think it's the production notes.</p> <p>9 This is sort of the draft of the -- what the press kit</p> <p>10 is that goes out.</p> <p>11 THE WITNESS: The one that says "Take a look at</p> <p>12 these"? That e-mail?</p> <p>13 MR. CARLSON: Yeah. It's from -- from</p> <p>14 Bill Hendley and it has production numbers</p> <p>15 Mand-Rearden-0001016 --</p> <p>16 THE WITNESS: Yeah. I've got that.</p> <p>17 MR. CARLSON: -- through 1032.</p> <p>18 All right. And this was previously marked as</p> <p>19 Mr. Hoberman's Exhibit Number 43.</p> <p>20 THE WITNESS: All right.</p> <p>21 MR. CARLSON: And the first page is an e-mail</p> <p>22 from William Hendley of Walt Disney Studios Motion</p> <p>23 Pictures Global Publicity to you, Mr. Hoberman,</p> <p>24 Dave Solomon, and T. Lieberman.</p> <p>25 Q Do you see that?</p>
<p style="text-align: right;">Page 31</p> <p>1 been culled from an on-camera interview that a division</p> <p>2 of Disney did with you?</p> <p>3 A Correct.</p> <p>4 Q For purposes of what? The -- the DVD release?</p> <p>5 A Yeah, correct, yes.</p> <p>6 Q Okay. Then if you look at the lower right-hand</p> <p>7 corner, could you turn to the one that is 0001008?</p> <p>8 A Yep.</p> <p>9 Yep.</p> <p>10 Q Okay. So -- so then at the very bottom of the</p> <p>11 page is the question "So are the Beast's facial</p> <p>12 expressions down to the minute muscular twitches Dan's</p> <p>13 own?"</p> <p>14 And your answer is "So every muscle, all those</p> <p>15 tiny little things are -- are Dan's"?</p> <p>16 A Yes.</p> <p>17 Q Was it -- was it MOVA that allowed you to</p> <p>18 capture that level of nuance of Mr. Stevens' facial</p> <p>19 expressions?</p> <p>20 MR. KLAUS: Objection; vague and ambiguous,</p> <p>21 lacks foundation.</p> <p>22 You may answer.</p> <p>23 THE WITNESS: Yes.</p> <p>24 MR. CARLSON: Okay. That's -- that's all I</p> <p>25 have for this one.</p>	<p style="text-align: right;">Page 33</p> <p>1 A Right. I do.</p> <p>2 Q Okay. And who is Dave Solomon?</p> <p>3 A Dave Solomon is my assistant.</p> <p>4 Q Okay. And Mr. Hoberman was the producer,</p> <p>5 correct?</p> <p>6 A Correct.</p> <p>7 Q And who is T. Lieberman?</p> <p>8 A He is David's partner, Todd Lieberman, who is</p> <p>9 also a producer.</p> <p>10 Q Okay. And Mr. Hendley attached a draft of the</p> <p>11 production notes for Beauty and the Beast; is that</p> <p>12 right?</p> <p>13 A Yes.</p> <p>14 Q And what are production notes?</p> <p>15 A Production notes are -- are handed out at</p> <p>16 screenings for critics and press.</p> <p>17 Q And -- and what -- what purpose do they serve?</p> <p>18 A They -- they both -- they're meant to spare all</p> <p>19 of us the obvious questions. They give sort of general</p> <p>20 information about how the movie was made and, you know,</p> <p>21 we -- obviously, skewing it in the most positive way</p> <p>22 always.</p> <p>23 Basically just background for -- for the press</p> <p>24 to be able to ask informed questions when -- when we get</p> <p>25 interviewed.</p>

REARDEN LLC, ET AL. vs THE WALT DISNEY COMPANY, ET AL.**Confidential****William Condon on 07/29/2020****Pages 34..37**

Page 34	Page 36
<p>1 Q Providing details people might be interested</p> <p>2 in?</p> <p>3 A Correct.</p> <p>4 Q And so Mr. Hendley asked you to -- to review</p> <p>5 the production notes and provide comments or -- or</p> <p>6 changes --</p> <p>7 A Yeah.</p> <p>8 Q -- that were needed, correct?</p> <p>9 A Yes.</p> <p>10 Q And did you do that?</p> <p>11 A I did not.</p> <p>12 I -- Greg Yolen, who is my producing partner,</p> <p>13 would have gone through them. I -- I asked him to --</p> <p>14 "Would you --" I find these things torture to read.</p> <p>15 They're just -- so I -- I -- I asked him to go through</p> <p>16 and see if there's anything that feels either wrong or</p> <p>17 embarrassing.</p> <p>18 And I have no memory, honestly, of whether he</p> <p>19 flagged anything or not. So I -- I've never read these,</p> <p>20 honestly.</p> <p>21 Q I gather if you had objected to something in</p> <p>22 this document, that objection would have been addressed?</p> <p>23 A Yes.</p> <p>24 MR. KLAUS: Objection.</p> <p>25 THE WITNESS: Sorry.</p>	<p>1 script so that, you know -- if you remember the Beast</p> <p>2 from the -- from the original movie --</p> <p>3 Q Yes.</p> <p>4 A -- he -- he grunts; he's uneducated, you know.</p> <p>5 This Beast makes witty jokes, you know -- you know</p> <p>6 (indicating), talking about Shakes- -- "Of course Romeo</p> <p>7 and Juliette is your favorite. You're a girl." You</p> <p>8 know, things like -- lots of -- lots of -- you know, he</p> <p>9 brings Belle to Paris and "Oh, I -- oh, I love Paris.</p> <p>10 Where do you want to go first? Too touristy?"</p> <p>11 You know, he's actually cracking jokes. That's</p> <p>12 what he's talking about here, bringing bits of the</p> <p>13 prince, the human prince, in behavior and in dialogue</p> <p>14 to -- to our version of the prince. He's not talking</p> <p>15 about the technology here.</p> <p>16 Q Yeah. I -- I understand. But that was --</p> <p>17 you -- you went where I was -- where I was going, that</p> <p>18 is --</p> <p>19 A Okay.</p> <p>20 Q -- that it was your -- it was your goal to show</p> <p>21 a human side of the Beast in what you were doing here</p> <p>22 that Dan is talking about, right?</p> <p>23 A It was a -- it was a goal to tell the story --</p> <p>24 it's -- it's -- to tell a more -- more adult version of</p> <p>25 the story where the -- where the human underneath --</p>
Page 35	Page 37
<p>1 MR. KLAUS: That's okay.</p> <p>2 Objection; calls for speculation, vague and</p> <p>3 ambiguous.</p> <p>4 You may answer.</p> <p>5 THE WITNESS: Yes.</p> <p>6 MR. CARLSON: Okay. So my first question is on</p> <p>7 Page 1020. That's, again, in the lower right-hand</p> <p>8 corner.</p> <p>9 THE WITNESS: All right.</p> <p>10 Yep.</p> <p>11 MR. CARLSON: Okay. Bottom of the page, second</p> <p>12 paragraph from the bottom, Mr. Stevens is saying "Bill</p> <p>13 and I spent a lot of time talking about how we could add</p> <p>14 some nuances to my character to make him more</p> <p>15 dimensional than the Beast from the animated film," says</p> <p>16 Stevens."</p> <p>17 "It was quite interesting trying to find those</p> <p>18 little human beats that would make him less animalistic</p> <p>19 and more a human trapped inside the creature."</p> <p>20 Q My question is you and Mr. Stevens thought it</p> <p>21 was important for the audience to see the human trapped</p> <p>22 within the Beast, correct?</p> <p>23 A I must say this has nothing to do with that.</p> <p>24 This is -- what he's talking about is a process that we</p> <p>25 went through in rehearsing and basically shaping the</p>	<p>1 obviously, he was always -- he always had a human side.</p> <p>2 In the animated film, he has a human side but</p> <p>3 he's like a little -- like a little spoiled child. To</p> <p>4 make that human more sophisticated and more like the</p> <p>5 prince and more adult, basically.</p> <p>6 Q So that the audience could empathize with him?</p> <p>7 A Yes, so that the romance could emerge, yeah,</p> <p>8 and be credible.</p> <p>9 Q And -- and I guess, you know -- I was thinking</p> <p>10 about this. That's -- having the romance be credible,</p> <p>11 right? Because it's a -- it's a love story, so the</p> <p>12 audience needs to sort of feel that he's sort of swept</p> <p>13 up in the romance, right?</p> <p>14 A Correct.</p> <p>15 Q And -- and, you know, if -- if there's too</p> <p>16 much, you know, beast in the Beast -- right? If -- if</p> <p>17 it's just a -- like a chimpanzee or something, the</p> <p>18 audience isn't going to believe that she could fall in</p> <p>19 love with this animal, there has -- the man has to be</p> <p>20 presented -- presented to them as well for them to</p> <p>21 believe in the romantic love?</p> <p>22 MR. KLAUS: Objection; compound, calls for</p> <p>23 speculation.</p> <p>24 You may answer the question.</p> <p>25 THE WITNESS: Yeah, I wouldn't quite agree with</p>

REARDEN LLC, ET AL. vs THE WALT DISNEY COMPANY, ET AL.**Confidential****William Condon on 07/29/2020****Pages 38..41**

Page 38	Page 40
<p>1 that way of putting it. I don't think it's a question</p> <p>2 of if there's too much beast or too little beast. I</p> <p>3 think he's a beast always. He is -- that's the problem.</p> <p>4 That's the romantic obstacle, you know. You never</p> <p>5 forget that he's a beast.</p> <p>6 The voice is always treated, obviously; he</p> <p>7 always has a beast face. It's a question of the</p> <p>8 glimpses you get of -- the residual glimpses of</p> <p>9 humanity, making those be, you know, contemporary and</p> <p>10 evocative, and that's truly all about script and</p> <p>11 performance.</p> <p>12 BY MR. CARLSON:</p> <p>13 Q Then -- then in the next paragraph --</p> <p>14 A Yes.</p> <p>15 Q -- there's a quote attributed to you. And</p> <p>16 this -- you're quoted as saying "Dan had to place trust</p> <p>17 in everyone around him that all the work that he had</p> <p>18 done -- shining through in the end."</p> <p>19 Do you see that?</p> <p>20 A Yeah, let me just read --</p> <p>21 Q Yeah. Take your time.</p> <p>22 A Sure.</p> <p>23 Q And what he's talking about here is -- is -- is</p> <p>24 that his performance coming through the CG, in essence;</p> <p>25 isn't that right?</p>	<p>1 obviously, nobody is spraying Dan's eyes, right?</p> <p>2 And the eyes are the window to the soul, and</p> <p>3 the eyes are essential -- you know, the most essential</p> <p>4 part of an actor's performance. So we were always in</p> <p>5 the hands of, you know, digital animators who -- who</p> <p>6 would create eyes there, and that -- that was his</p> <p>7 biggest concern, you know.</p> <p>8 In any technology, MOVA or not, you know, that</p> <p>9 was what he was most -- and we didn't always get there.</p> <p>10 BY MR. CARLSON:</p> <p>11 Q Let me ask you, as -- as the director of the</p> <p>12 film, did you -- did you want to capture as much of</p> <p>13 Mr. Stevens' performance as the technology would allow</p> <p>14 you to do?</p> <p>15 A Yes.</p> <p>16 Q Then I wanted to ask you about Page 1027.</p> <p>17 A Sure.</p> <p>18 Q And -- and at the -- towards the bottom of the</p> <p>19 page, there's a heading "Behind the Magic Onscreen."</p> <p>20 Are you with me?</p> <p>21 A Yes.</p> <p>22 Q All right. So it starts out "The key to a</p> <p>23 successful live-action adaptation of Beauty and the</p> <p>24 Beast lay with the Beast, as the mythical creature</p> <p>25 needed to be convincing and someone with whom the</p>
Page 39	Page 41
<p>1 A Yes.</p> <p>2 MR. KLAUS: Objection; vague and ambiguous.</p> <p>3 THE WITNESS: Yeah, I think that's what he's</p> <p>4 talking about.</p> <p>5 MR. CARLSON: And then if you could just turn</p> <p>6 to the next page, I want to ask you a little bit about</p> <p>7 the -- the next paragraph. This is a quote attributed</p> <p>8 to Mr. Hoberman.</p> <p>9 THE WITNESS: Sure.</p> <p>10 MR. CARLSON: And he says "The role is an</p> <p>11 incredibly challenging one, as Dan has to bring the</p> <p>12 Beast to life even though he'll be represented on screen</p> <p>13 digitally. The Beast is a fully digital character</p> <p>14 created through performance and facial capture</p> <p>15 technology, and Dan is able to beautifully convey both</p> <p>16 the Beast's humanity as well as his -- his beastliness."</p> <p>17 You'd agree that that's what Mr. Stevens was</p> <p>18 able to do?</p> <p>19 MR. KLAUS: Objection; vague and ambiguous.</p> <p>20 THE WITNESS: Yeah, and I would say yes, for</p> <p>21 the most part, yes. I mean, there were disappointments.</p> <p>22 If I could just go back, I just want to say one</p> <p>23 thing. The leap of faith, you know what it's about --</p> <p>24 and it has -- it is the -- the -- the problem with both</p> <p>25 MOVA and any of these technologies is that the eyes --</p>	<p>1 audience could relate to and care for, but the</p> <p>2 technology needed to craft such a Beast did not exist</p> <p>3 until recently," correct?</p> <p>4 MR. KLAUS: Wait. I'm sorry. Is it correct --</p> <p>5 you're asking him if he sees that?</p> <p>6 MR. CARLSON: Yes.</p> <p>7 THE WITNESS: Yes.</p> <p>8 MR. KLAUS: Okay.</p> <p>9 MR. CARLSON: Okay. And then it continues that</p> <p>10 "The film used a combination of physical performance</p> <p>11 capture and MOVA facial capture technology to create a</p> <p>12 realistic-looking Beast in a real-world environment</p> <p>13 while maintaining Dan Stevens' performance."</p> <p>14 Q Do you see that?</p> <p>15 A Yes, yeah.</p> <p>16 Q And -- and that's what we were just talking</p> <p>17 about, it was important to maintain Mr. Stevens'</p> <p>18 performance in the CG character as it appeared in the</p> <p>19 film, correct?</p> <p>20 A Yes.</p> <p>21 Q Then if you could turn to Page 1028.</p> <p>22 A Sure.</p> <p>23 Q Then the -- there's a tail of a paragraph at</p> <p>24 the top, and then I want to ask you about the next</p> <p>25 paragraph. That's -- the first full paragraph in that</p>

REARDEN LLC, ET AL. vs THE WALT DISNEY COMPANY, ET AL.**Confidential****William Condon on 07/29/2020****Pages 42..45****Page 42**

1 page, it's about Mr. Stevens' participating in -- in
2 MOVA facial capture sessions and how MOVA works,
3 correct?

4 A Yes, I've read that.

5 Q Yeah.

6 Okay. So -- so Mr. Stevens is quoted as saying
7 "Using MOVA was especially challenging, as you have to
8 think back to the scenes already filmed and move just
9 your face, not your body, whether you had any dialogue
10 or not. There was one instance where I had to do the
11 entire ballroom waltz with just my face.

12 That's -- that latter is the one we talked
13 about earlier where Mimi Steele's daughter cried, right?

14 A Correct.

15 Q And -- and just to ask you about the previous
16 statement, were -- was -- did you use MOVA in the film
17 only when the -- when Mr. Stevens had a line or would it
18 be also just to capture his face when he didn't have a
19 line?

20 MR. KLAUS: Objection; vague and ambiguous.

21 You may answer.

22 THE WITNESS: There are, you know -- I don't
23 remember anymore how many hundreds of cuts there are to
24 shots that include the Beast. But whenever there was a
25 shot that included the Beast, we were -- we needed a

Page 43

1 reference point of Dan, so there are many shots that
2 he's -- he's in that don't include dialogue.

3 I wouldn't say we captured -- we went in to
4 capture all of those; but we did as many as we could,
5 you know. And a good example is the waltz where you cut
6 to his face and he's waltzing and he's falling in love
7 and he's opening up, and that's all something that's
8 happening, you know, without dialogue.

9 BY MR. CARLSON:

10 Q Is there a -- is there a document that you can
11 think of that -- that, you know, recorded what scenes
12 you used MOVA in and what scenes you didn't?

13 A Oh, not that I know of. I mean, there would
14 have been, I think, probably -- in -- on call sheets
15 when we were doing these Friday night sessions, I think
16 that they might have listed the scenes we were doing.

17 They tended to follow by anywhere from a few
18 days to a couple of weeks, whatever had been shot.

19 There may well have been a -- the visual effects editor
20 might have kept a log of it, but I -- you know, there's
21 no document that I've ever seen.

22 Q Who is the visual effects editor?

23 A That was Paul, who -- that's -- his specific
24 job was to really be in charge of the nuts and bolts,
25 you know, under supervision, obviously, of Ginny Katz,

Page 44

1 who was our editor, and Ian, who is our first.

2 But he is really -- he's the sort of -- he's
3 keeping charge of where every shot that -- we had over
4 2,000 of them in the movie -- what the -- what the
5 status is on every shot.

6 For example, as I'm sure we'll get into, he's
7 the one who would have built the selects on the MOVA
8 takes and then I would have worked with to choose
9 selects.

10 Q Okay. And do you recall Paul's last name?

11 A If you said it to me, I would confirm it.

12 Q And I -- I've been racking my brain as you were
13 talking and I'm not thinking of it.

14 A I know.

15 Q But if it pops in your head --

16 A Yeah.

17 Q -- let me know.

18 A I could look it up.

19 Q And I'll try to figure it out between today and
20 tomorrow.

21 A Yeah.

22 Q This seems obvious to me, but I just want to
23 ask you -- I mean, when you -- when you take on a
24 project directing a film, do you -- do you hope to --
25 to -- to make a film that audiences will want to see?

Page 45

1 A Yes.

2 Q Okay. You -- you can set that document aside.
3 I want to ask you about the -- the big, thick one that
4 says Disney Beauty and the Beast on the cover. It has
5 production numbers Dis-Rearden-0007938 --

6 A Yeah, yeah.

7 Q -- through 7998.

8 A Sure.

9 Q What do you call this document?

10 A I'll get to the front of it.

11 Q Yeah.

12 A I don't know what you -- isn't this just
13 another version of the press notes?

14 Q To me it looks finished.

15 A Right. Exactly. Yes. You're right. So it --
16 yeah, it's -- just that.

17 Q Okay. So -- so that was just my question. So
18 you would call these the press notes.

19 This would be the document that's actually
20 handed out to the press?

21 A Yes.

22 MR. KLAUS: Objection. Objection; lacks
23 foundation, calls for speculation.

24 But you may answer.

25 THE WITNESS: Yes.

REARDEN LLC, ET AL. vs THE WALT DISNEY COMPANY, ET AL.**Confidential****William Condon on 07/29/2020****Pages 50..53**

Page 50	Page 52
<p>1 MR. KLAUS: Objection; vague and ambiguous.</p> <p>2 MR. CARLSON: And then this is the -- the</p> <p>3 library.</p> <p>4 (A video recording was played.)</p> <p>5 MR. CARLSON: So that might have been two</p> <p>6 scenes, actually. You tell me.</p> <p>7 Q But the beginning of that is the library scene?</p> <p>8 MR. KLAUS: The beginning of what? I don't</p> <p>9 know which one you're talking about here, Mark. Can you</p> <p>10 clarify, please?</p> <p>11 MR. CARLSON: Yeah.</p> <p>12 The segment I just showed you.</p> <p>13 MR. KLAUS: Well, the segment had several</p> <p>14 scenes in it. Which one do you want to ask him about?</p> <p>15 MR. CARLSON: The beginning.</p> <p>16 THE WITNESS: Can you just show it again?</p> <p>17 MR. CARLSON: Sure.</p> <p>18 THE WITNESS: Thank you.</p> <p>19 (A video recording was played.)</p> <p>20 THE WITNESS: That's the library.</p> <p>21 BY MR. CARLSON:</p> <p>22 Q Okay. This is the library right here?</p> <p>23 A Yes.</p> <p>24 Q 1:36 to, it looks like, 1:39.</p> <p>25 And that was shot using MOVA, wasn't it?</p>	<p>1 MR. KLAUS: Objection.</p> <p>2 MR. CARLSON: I'll play it.</p> <p>3 (A video recording was played.)</p> <p>4 BY MR. CARLSON:</p> <p>5 Q Are you able to tell from that, sir?</p> <p>6 A It's really hard for me to say for sure,</p> <p>7 honestly.</p> <p>8 MR. CARLSON: Okay.</p> <p>9 (A video recording was played.)</p> <p>10 MR. CARLSON: Let's see. So then we go to</p> <p>11 1- -- we're going to go to 1:55.</p> <p>12 THE WITNESS: You just skipped over --</p> <p>13 MR. CARLSON: More of the fight scene.</p> <p>14 (A video recording was played.)</p> <p>15 BY MR. CARLSON:</p> <p>16 Q Can you tell me from that, sir?</p> <p>17 A Well, there's several; but you skipped over one</p> <p>18 if you care.</p> <p>19 Q Yes, I do. Let me just get this right.</p> <p>20 This is the one that's at 1:56?</p> <p>21 A Yeah, but you skipped over one right before</p> <p>22 that.</p> <p>23 Q Okay. Hold on.</p> <p>24 A No, even before.</p> <p>25 Q Yes.</p>
Page 51	Page 53
<p>1 A Yes.</p> <p>2 MR. KLAUS: Objection; vague and ambiguous.</p> <p>3 MR. CARLSON: Okay. And I think this is the</p> <p>4 one that tripped us up.</p> <p>5 Q Is this a different scene?</p> <p>6 A No. That's the same scene.</p> <p>7 Q Okay. And this also was using MOVA?</p> <p>8 A Yes.</p> <p>9 MR. CARLSON: Okay.</p> <p>10 (A video recording was played.)</p> <p>11 BY MR. CARLSON:</p> <p>12 Q That little bit of the waltz scene, that was</p> <p>13 using MOVA?</p> <p>14 A Not --</p> <p>15 MR. KLAUS: Objection -- thank you.</p> <p>16 MR. CARLSON: Pardon me?</p> <p>17 THE WITNESS: That shot did not use MOVA, no.</p> <p>18 BY MR. CARLSON:</p> <p>19 Q The particular shot that we just looked at?</p> <p>20 A That's right, did not.</p> <p>21 Q This vertical -- okay. Yeah. Okay.</p> <p>22 So now we get 1:44, it looks like, to 46.</p> <p>23 These are the fight scenes with Gaston and the Beast.</p> <p>24 Did you use MOVA in those?</p> <p>25 THE WITNESS: I don't --</p>	<p>1 This one?</p> <p>2 A That one, yes.</p> <p>3 That is a MOVA shot, yes.</p> <p>4 Q This was using MOVA?</p> <p>5 A Yes.</p> <p>6 Q This is -- I think -- I saw the film too,</p> <p>7 obviously. This is -- he's singing Nevermore [sic]; is</p> <p>8 that right?</p> <p>9 A Correct, right.</p> <p>10 And that's definitely a MOVA shot.</p> <p>11 Q All right. And then this is this portion of</p> <p>12 the fight scene at 1:55?</p> <p>13 A Yes.</p> <p>14 Q Is that also a MOVA shot?</p> <p>15 A Yep.</p> <p>16 Q Okay. Brief bit of the waltz, Beast looking</p> <p>17 into Belle's eyes.</p> <p>18 MOVA?</p> <p>19 A Yes.</p> <p>20 MR. CARLSON: Okay. Very good. All right.</p> <p>21 Well, that's all I have for that. I wanted to mark this</p> <p>22 as Exhibit 139.</p> <p>23 (Exhibit No. 139 was marked for</p> <p>24 identification by the court</p> <p>25 reporter; attached hereto.)</p>

Page 56

1 THE WITNESS: I'm here, yeah.
2 MR. CARLSON: Okay. So this is an article that
3 appeared in Variety magazine November 15, 2016, and it
4 says "Beauty and the Beast trailer sets record for most
5 views in 24 hours."
6 Q Do you see that?
7 A I do.
8 MR. CARLSON: All right. And I'd like to mark
9 this as Exhibit 140.
10 (Exhibit No. 140 was marked for
11 identification by the court
12 reporter; attached hereto.)
13 BY MR. CARLSON:

14 Q I guess, first of all, did you read this
15 article at the time, do you think?
16 A Yeah, probably.
17 Q Okay. So -- so you were aware that it reported
18 that the trailer had set a record with 127.6 million
19 views in the first 24 hours?
20 A Sure.
21 Q Is that right?
22 A Yes, uh-huh.
23 Q All right. And then it was among the top
24 trending videos on YouTube.
25 You were aware of that, correct?

Page 57

1 A I guess, yes.

2 Q Okay. This is the last time I'm going to do
3 this to you today. I'm going to share with you one more
4 video clip. Bear with me. I'm going to call it up on
5 my screen.

6 A Okay.

7 MR. CARLSON: All right. So what I'm going to
8 show you is the Beauty of the Tale featurette. I just
9 want to ask you if you recognize this video that I'm
10 showing you as -- as the Beauty of the Tale featurette.
11 (Exhibit No. 141 was marked for
12 identification by the court
13 reporter; attached hereto.)
14 (A video recording was played.)

15 THE WITNESS: This is one of those -- yes. I

16 can't say I've ever seen it. I wouldn't be able to
17 tell. But I have an allergic reaction to watching
18 myself, so these kinds of promo things -- I don't know
19 whether this was for the DVD or for -- but yeah, I think
20 I know what it is.

21 I don't know it specifically, I guess is my
22 point.

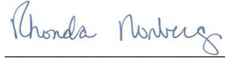
23 MR. CARLSON: Okay. So I'm just going to ask
24 you about portions of this.

25 THE WITNESS: Sure.

REARDEN LLC, ET AL. vs THE WALT DISNEY COMPANY, ET AL.**Confidential****William Condon on 07/29/2020****Pages 58..61**

Page 58	Page 60
<p>1 MR. CARLSON: And I apologize for provoking</p> <p>2 your allergic reaction, but --</p> <p>3 THE WITNESS: Yes.</p> <p>4 MR. CARLSON: As I say, it's the last time</p> <p>5 today.</p> <p>6 THE WITNESS: Yeah.</p> <p>7 There it is.</p> <p>8 MR. CARLSON: Okay.</p> <p>9 (A video recording was played.)</p> <p>10 BY MR. CARLSON:</p> <p>11 Q All right. So that was one of the interviews</p> <p>12 that you did for -- for the Beauty and the Tale</p> <p>13 featurette?</p> <p>14 A Sure.</p> <p>15 Q Okay. And the technology you're describing</p> <p>16 there was MOVA?</p> <p>17 MR. KLAUS: Objection; vague and ambiguous,</p> <p>18 lacks foundation.</p> <p>19 You may answer the question.</p> <p>20 THE WITNESS: Yes.</p> <p>21 BY MR. CARLSON:</p> <p>22 Q And -- and you were saying it was MOVA's</p> <p>23 ability to capture every muscle and pore and twitch of</p> <p>24 Mr. Stevens' face that allowed so much of his</p> <p>25 performance to come through in the CG Beast character,</p>	<p>1 BY MR. CARLSON:</p> <p>2 Q So I'm going to take a -- a step back from</p> <p>3 these a little bit and --</p> <p>4 A Sure.</p> <p>5 Q -- ordinarily when you're -- when you're</p> <p>6 engaged to direct a film, do you have sort of a typical</p> <p>7 process that you follow to begin your work?</p> <p>8 A Objection. Vague.</p> <p>9 No, I'm kidding.</p> <p>10 Q I recognized that as I was saying it.</p> <p>11 A Tell me what -- what --</p> <p>12 Q Much better question is -- is -- let's say --</p> <p>13 you know, you've signed your contract to -- to direct a</p> <p>14 film.</p> <p>15 A That happens after you finish shooting, by the</p> <p>16 way, so --</p> <p>17 Q Okay. Well, that doesn't help either.</p> <p>18 How do you -- how do you start, Mr. Condon?</p> <p>19 How do you start?</p> <p>20 A Oh, it depends. It depends on the project,</p> <p>21 honestly.</p> <p>22 Do you want to know how we started on this?</p> <p>23 Q Yes, yeah.</p> <p>24 A You know, this -- always you start with the</p> <p>25 script, which was in -- nowhere, you know, in terrible</p>
Page 59	Page 61
<p>1 correct?</p> <p>2 A Yes.</p> <p>3 MR. KLAUS: Objection; vague and ambiguous,</p> <p>4 misstates the testimony.</p> <p>5 You may answer the question.</p> <p>6 THE WITNESS: Yes.</p> <p>7 (A video recording was played.)</p> <p>8 BY MR. CARLSON:</p> <p>9 Q So you believed that with the CG romantic hero</p> <p>10 at the emotional center of the film -- that if you got</p> <p>11 everything else right but did not get a Beast that</p> <p>12 people could believe in, the film wouldn't work,</p> <p>13 correct?</p> <p>14 MR. KLAUS: Objection; vague and ambiguous.</p> <p>15 You may answer the question.</p> <p>16 THE WITNESS: I would say yes, it's -- I -- I</p> <p>17 did and do believe that as well as other things. It's</p> <p>18 not a complete statement, I would say.</p> <p>19 BY MR. CARLSON:</p> <p>20 Q Okay. And by the way, the short flash of the</p> <p>21 waltz scene, I don't know if you were able to recognize</p> <p>22 whether that was produced using MOVA.</p> <p>23 A Yes.</p> <p>24 MR. KLAUS: Objection; vague and ambiguous.</p> <p>25 THE WITNESS: I believe it was, yes.</p>	<p>1 shape. So the first -- the first chunk of time on this</p> <p>2 was trying to -- meetings to get the script into some</p> <p>3 kind of shape and figuring out what we wanted the script</p> <p>4 to be.</p> <p>5 Also, again, this was -- and speaking to that</p> <p>6 last thing about if we didn't get that -- the Beast</p> <p>7 right, we would have nothing, that was true of a lot of</p> <p>8 things, including the household staff, which was, in its</p> <p>9 way, a harder challenge.</p> <p>10 You know, again, Mrs. Potts, these -- to have</p> <p>11 a -- a real candlestick that you would believe was both</p> <p>12 real and able to speak and -- and have a human inside.</p> <p>13 It's -- it's one thing to have something -- you know, a</p> <p>14 Beast that, you know, we share a certain amount of DNA</p> <p>15 with; but we don't share any DNA with a candlestick, you</p> <p>16 know, so -- so finding a way to -- to credibly present</p> <p>17 something in the real world that could have been -- have</p> <p>18 a human inside of it, basically, was one of the first</p> <p>19 challenges.</p> <p>20 And -- and I was finishing shooting another</p> <p>21 movie, and we hired Sarah Greenwood, who was our</p> <p>22 production designer and sort of in charge of anything</p> <p>23 you saw -- anything visual in the movie. I mean, she's</p> <p>24 an extraordinary designer, so every -- all of that is</p> <p>25 her -- you know, comes under -- is in her purview.</p>

REARDEN LLC, ET AL. vs THE WALT DISNEY COMPANY, ET AL.**Confidential****William Condon on 07/29/2020****Pages 94..97**

<p style="text-align: right;">Page 94</p> <p>1 Q The one of Belle and the Beast just walking 2 together? 3 A Yeah, yeah, in the snow. 4 Q Was that -- was that the one that we saw in 5 the -- I think it was the trailer where the -- with the 6 horse? 7 A No, no. It was before that. No. 8 That trailer was out well before we did this 9 shoot. It -- it's a scene that precedes that one. 10 Q Can you remind me just a little bit about what 11 goes on in the scene? 12 A Sure. 13 They are walking. She's reading poetry. They 14 come to a -- and they are walking over a little bridge 15 over a frozen lake and she's talking -- it's a poem 16 about what happens in winter when everything dies but 17 they're still living underneath all that -- all the ice, 18 you know, and they realize -- he realizes that -- first 19 of all, he's somebody who's never been interested in 20 these -- you know, in Shakespeare or poetry, and 21 suddenly he's moved by what she's saying. 22 He stops, realizes it resembles the scene that 23 they're talking about, he asks her to go on, and in the 24 last couplet it's about, you know, the greenery 25 underneath saying "Come rescue me. Come -- I'm still</p>	<p style="text-align: right;">Page 96</p> <p>1 DECLARATION UNDER PENALTY OF PERJURY 2 3 Case Name: REARDEN VS. THE WALT DISNEY COMPANY 4 Date of Deposition: July 29, 2020 5 6 7 I, WILLIAM CONDON, hereby certify under 8 penalty of perjury under the laws of the State of 9 _____ that the foregoing is true and 10 correct. 11 Executed this ____ day of 12 _____, 20____, at _____. 13 14 15 _____ 16 WILLIAM CONDON 17 18 19 20 21 22 23 24 25</p>
<p style="text-align: right;">Page 95</p> <p>1 here." And they share a look realizing that it's 2 actually about him, right? 3 MR. CARLSON: Very good. Yeah, I recall that 4 scene now. 5 Thank you, Mr. Condon. I know you're busy. 6 There's all I have for today. 7 THE WITNESS: Great. Good, good, good. 8 MR. KLAUS: All right. So, Mark, we will start 9 again at 9:00 Pacific, noon Eastern, tomorrow? 10 MR. CARLSON: Yes. 11 MR. KLAUS: And just -- I've got now a -- I've 12 got a whole stack of papers that we've been through. I 13 think Mr. Condon does as well. I assume we should just 14 take the stack that was in today's envelope and sort of 15 set it on top of the unopened envelope for tomorrow? 16 MR. CARLSON: Yeah. I don't think I am going 17 to refer back to those documents. Of course, they're 18 available to you, Mr. Condon, if it would be helpful to 19 you at any time to look at those. But you could stick 20 them back in Envelope 1 and if you need them, we can 21 pull them out tomorrow. 22 MR. KLAUS: Great. 23 (Off the record at 11:28 a.m.) 24 25</p>	<p style="text-align: right;">Page 97</p> <p>1 I, the undersigned, a Certified Shorthand 2 Reporter of the State of California, do hereby certify: 3 That the foregoing proceedings were taken 4 before me at the time and place herein set forth with 5 all participants appearing remotely before me; that any 6 witnesses in the foregoing proceedings, prior to 7 testifying, were duly sworn or affirmed; that a record 8 of the proceedings was made by me using machine 9 shorthand, which was thereafter transcribed under my 10 direction; that the foregoing transcript is a true 11 record of the testimony given. 12 Further, that if the foregoing pertains to 13 the original transcript of a deposition in a federal 14 case, before completion of the proceedings, review of 15 the transcript [] was [x] was not requested. 16 I further certify I am neither financially 17 interested in the action nor a relative or employee of 18 any attorney or party to this action. 19 IN WITNESS WHEREOF, I have this date 20 subscribed my name. 21 22 Dated: 08/10/2020 23  24 _____ 25 Rhonda Norberg CSR No. 9265, CCCR No. 185</p>

REARDEN LLC, ET AL. vs THE WALT DISNEY COMPANY, ET AL.
Confidential William Condon on 07/30/2020

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

REARDEN LLC, REARDEN MOVA LLC,)
California limited liability)
companies,)
)
Plaintiff(s),)
)
VS.) Case No.
) 4:17-CV-04006-JST
THE WALT DISNEY COMPANY, a) 4:17-CV-04191-JST
Delaware corporation; WALT)
DISNEY MOTION PICTURES GROUP,) Volume 2
INC., a California corporation;)
BUENA VISTA HOME ENTERTAINMENT,)
INC., a California corporation;)
MARVEL STUDIOS, LLC, a Delaware)
limited liability company;)
MANDEVILLE FILMS, INC., a)
California Corporation,)
)
)
Defendant(s).)
)
)
AND ALL RELATED ACTIONS.)
)

CONFIDENTIAL

VIDEOTAPED VIDEOCONFERENCE DEPOSITION OF

WILLIAM CONDON

New York, New York

Thursday, July 30, 2020

Reported by:

Rhonda Norberg

CSR No. 9265, CCRR No. 185

REARDEN LLC, ET AL. vs THE WALT DISNEY COMPANY, ET AL.**Confidential****William Condon on 07/30/2020****Pages 104..107**

<p style="text-align: right;">Page 104</p> <p>1 you're still under oath today.</p> <p>2 Do you understand that?</p> <p>3 A Absolutely, yes.</p> <p>4 Q Okay. And as I explained off the record,</p> <p>5 we didn't have a videographer yesterday, although I</p> <p>6 had ordered one. And so we have one today, and I</p> <p>7 need the video just for the portions of video that I</p> <p>8 showed you during the deposition to give it context,</p> <p>9 so I'm just going to run really quickly through the</p> <p>10 videos that I showed you yesterday and we're not</p> <p>11 going to go through the full examination, but I</p> <p>12 needed to pin down a few points so that the</p> <p>13 testimony makes sense.</p> <p>14 So we're going to start out with</p> <p>15 Exhibit 135. And hold on a moment.</p> <p>16 All right. So Exhibit 135. And you</p> <p>17 recognize this as the -- the Paris press conference</p> <p>18 that we discussed yesterday?</p> <p>19 A Yes.</p> <p>20 Q All right. And then at 2:21, 2 minutes and</p> <p>21 21 seconds in, I just want to confirm that's you</p> <p>22 second from the right and Ms. Watson immediately to</p> <p>23 your right and then Mr. Stevens four down from your</p> <p>24 right; is that right?</p> <p>25 A Yes.</p>	<p style="text-align: right;">Page 106</p> <p>1 video would provide the necessary context and -- and</p> <p>2 I didn't have that, although I thought I did at the</p> <p>3 time. So --</p> <p>4 MR. KLAUS: Well, I -- I don't -- I don't</p> <p>5 think you -- I don't think you should be asking him</p> <p>6 the same questions. If you're just going to play</p> <p>7 this and ask him if this is the one that you did it,</p> <p>8 I mean, I guess so; but I mean, I just think this</p> <p>9 is -- I don't know why we couldn't work it out by a</p> <p>10 stipulation as opposed to you having to sort of, you</p> <p>11 know, scroll through this video.</p> <p>12 I'm just trying to -- to move things along</p> <p>13 here.</p> <p>14 MR. CARLSON: I understand. I -- I trimmed</p> <p>15 this down. I don't intend to go through my full</p> <p>16 examination here. I'm doing the minimum that I -- I</p> <p>17 think I need to do in order to provide the context</p> <p>18 for yesterday's testimony and, you know, I -- I</p> <p>19 think we'd be just about done with this segment now</p> <p>20 if -- if you'd just let me get through it.</p> <p>21 MR. KLAUS: We'll see how it goes. You</p> <p>22 can -- I mean, it's your time. You can -- you can</p> <p>23 use it as you wish.</p> <p>24 MR. CARLSON: Okay. Thank you.</p> <p>25 We are going to 12:10 through 13:29.</p>
<p style="text-align: right;">Page 105</p> <p>1 Q Okay. Then we're going to jump to the</p> <p>2 segment at 12 -- 12 minutes, 10 seconds through</p> <p>3 13:29, and I'm just going to play this for you.</p> <p>4 MR. KLAUS: Is there a -- Mark, I'm sorry.</p> <p>5 Mark?</p> <p>6 MR. CARLSON: Yes?</p> <p>7 MR. KLAUS: What's the point of playing</p> <p>8 this? You asked him about it yesterday. If you</p> <p>9 just -- we can cut through this. If you just want</p> <p>10 us to stipulate that these exhibits that you sent us</p> <p>11 on a thumb drive are the ones you were questioning</p> <p>12 him about yesterday, we're happy to do that.</p> <p>13 I just don't see a need to replay it for</p> <p>14 the -- for the -- you know, here. It's not going to</p> <p>15 make any sense if you try to jumble this video in</p> <p>16 with the questions that you asked him about</p> <p>17 yesterday.</p> <p>18 MR. CARLSON: I think it -- I think it</p> <p>19 will.</p> <p>20 Look it, Kelly, I'm trying to deal with the</p> <p>21 fact that we didn't have a videographer yesterday as</p> <p>22 best I can. I need to have context for the</p> <p>23 questions and answers I got yesterday; and the</p> <p>24 intent was that the video, which this is going to</p> <p>25 show up in the -- in the video transcript -- the</p>	<p style="text-align: right;">Page 107</p> <p>1 (A video recording was played.)</p> <p>2 BY MR. CARLSON:</p> <p>3 Q All right. So and -- and that's the</p> <p>4 segment that you were testifying about yesterday</p> <p>5 where Mr. Stevens was describing how you used MOVA</p> <p>6 to capture his facial performances of the Beast,</p> <p>7 correct?</p> <p>8 A Yes.</p> <p>9 MR. KLAUS: Objection.</p> <p>10 MR. CARLSON: Then we're going to go to</p> <p>11 13:55 to 14:19.</p> <p>12 (A video recording was played.)</p> <p>13 BY MR. CARLSON:</p> <p>14 Q All right. And that's the segment you</p> <p>15 testified yesterday where Ms. Watson was talking</p> <p>16 about how you used MOVA to -- to capture or to make</p> <p>17 the CG Beast more human and to capture the subtlety</p> <p>18 of Mr. Stevens' facial expressions, correct?</p> <p>19 MR. KLAUS: Objection; misstates the</p> <p>20 testimony, asked and answered.</p> <p>21 THE WITNESS: Yes.</p> <p>22 MR. CARLSON: Okay. And then we're at</p> <p>23 14:34 to 14:46.</p> <p>24 (A video recording was played.)</p> <p>25 ///</p>

REARDEN LLC, ET AL. vs THE WALT DISNEY COMPANY, ET AL.**Confidential****William Condon on 07/30/2020****Pages 108..111**

Page 108	Page 110
<p>1 BY MR. CARLSON:</p> <p>2 Q So -- so -- and there we were talking</p> <p>3 yesterday that there are many challenges in -- in</p> <p>4 doing Beauty and the Beast that you -- you testified</p> <p>5 about. One of them that was scary to you was the</p> <p>6 having to have a romantic hero who was at the</p> <p>7 emotional center of the -- of the film who was going</p> <p>8 to be rendered in CG, correct?</p> <p>9 MR. KLAUS: Objection; misstates the</p> <p>10 testimony, asked and answered, compound.</p> <p>11 You may answer the question.</p> <p>12 THE WITNESS: Yes.</p> <p>13 MR. CARLSON: Okay. And then we're going</p> <p>14 to do 14:46 to 15:01.</p> <p>15 (A video recording was played.)</p> <p>16 BY MR. CARLSON:</p> <p>17 Q And so -- so there you're talking about how</p> <p>18 you used MOVA to capture Dan Stevens' performance?</p> <p>19 MR. KLAUS: Objection; misstates the</p> <p>20 witness's testimony, asked and answered.</p> <p>21 THE WITNESS: Yes.</p> <p>22 MR. CARLSON: And then we're at 15:01 to</p> <p>23 15:42.</p> <p>24 (A video recording was played.)</p> <p>25 MR. CARLSON: All right. And -- and that's</p>	<p>1 MR. CARLSON: All right. All right. And</p> <p>2 then we're going to 10:47 to 12:31. If I could just</p> <p>3 play this for you.</p> <p>4 (A video recording was played.)</p> <p>5 BY MR. CARLSON:</p> <p>6 Q All right. And -- and that was the section</p> <p>7 where Mr. Stevens was describing how he used MOVA to</p> <p>8 capture his facial performances as the Beast at this</p> <p>9 TCL Chinese Theatre Premiere, correct?</p> <p>10 MR. KLAUS: Objection; misstates the</p> <p>11 testimony, asked and answered.</p> <p>12 You may answer it again.</p> <p>13 THE WITNESS: Yes.</p> <p>14 MR. CARLSON: Okay. So now I'm going to --</p> <p>15 I'm going to share just the trailer with you and</p> <p>16 we're going to run through this really quickly and</p> <p>17 then we can get going again on today's examination.</p> <p>18 Q All right. Do you see that -- the trailer</p> <p>19 on the screen?</p> <p>20 A Yes.</p> <p>21 MR. CARLSON: Okay. All right. So now I'm</p> <p>22 going to move to 46 seconds to 50 seconds into this.</p> <p>23 (A video recording was played.)</p> <p>24 BY MR. CARLSON:</p> <p>25 Q All right. And -- and yesterday you</p>
Page 109	Page 111
<p>1 the story that you -- you told yesterday or</p> <p>2 testified about yesterday where Mimi Steele's</p> <p>3 daughter had come to watch Mr. Stevens do the MOVA</p> <p>4 capture for the waltz scene in Beauty and the Beast</p> <p>5 and -- and she cried; is that correct?</p> <p>6 MR. KLAUS: Objection; misstates the</p> <p>7 testimony, asked and answered.</p> <p>8 You may answer.</p> <p>9 THE WITNESS: Yes.</p> <p>10 MR. CARLSON: Okay. Thank you. I'm now</p> <p>11 going to -- hold on. Stop share.</p> <p>12 I'm -- I'm now going to move to the</p> <p>13 Exhibit 136, and --</p> <p>14 All right. So this was the TCL Chinese</p> <p>15 Theatre IMAX Facebook Premiere that we testified</p> <p>16 about yesterday.</p> <p>17 Q Do you recognize that?</p> <p>18 A Yes.</p> <p>19 Q Okay. And then I'm going to just jump a</p> <p>20 few minutes in here.</p> <p>21 All right. We're at 2 minutes and</p> <p>22 8 seconds in. And that is you second from the left,</p> <p>23 and Mr. Stevens just to your left, and Ms. Watson</p> <p>24 just to his left, correct?</p> <p>25 A Yes. Yes.</p>	<p>1 confirmed that the two close-ups of the Beast's face</p> <p>2 in that sequence were shot using MOVA, correct?</p> <p>3 MR. KLAUS: Objection; misstates the</p> <p>4 testimony, asked and answered.</p> <p>5 You may answer again.</p> <p>6 THE WITNESS: Yes.</p> <p>7 (A video recording was played.)</p> <p>8 BY MR. CARLSON:</p> <p>9 Q Okay. And then at 59 seconds to 1 minute</p> <p>10 and 2 seconds, "Show me the girl," you testified</p> <p>11 that that too was shot using MOVA, correct?</p> <p>12 MR. KLAUS: Objection; misstates the</p> <p>13 testimony, asked and answered.</p> <p>14 You may answer again.</p> <p>15 THE WITNESS: Yes.</p> <p>16 MR. CARLSON: All right. And here we have</p> <p>17 1 minute and 20 seconds through 1:27.</p> <p>18 (A video recording was played.)</p> <p>19 BY MR. CARLSON:</p> <p>20 Q And the -- you testified yesterday that the</p> <p>21 close-ups in -- in that sequence were done using</p> <p>22 MOVA, correct? The close-ups of the Beast?</p> <p>23 MR. KLAUS: Objection; misstates testimony,</p> <p>24 asked and answered.</p> <p>25 You may answer again.</p>

REARDEN LLC, ET AL. vs THE WALT DISNEY COMPANY, ET AL.**Confidential****William Condon on 07/30/2020****Pages 112..115**

<p style="text-align: right;">Page 112</p> <p>1 THE WITNESS: Yes.</p> <p>2 MR. CARLSON: All right. We're going to go</p> <p>3 to 1 minute and 33 seconds through 1:36.</p> <p>4 (A video recording was played.)</p> <p>5 BY MR. CARLSON:</p> <p>6 Q And that was the scene with the horse in</p> <p>7 the snow, and you testified yesterday that that too</p> <p>8 was shot using MOVA?</p> <p>9 MR. KLAUS: Objection; misstates the</p> <p>10 witness's testimony, asked and answered.</p> <p>11 You may answer again.</p> <p>12 THE WITNESS: Yes.</p> <p>13 MR. CARLSON: All right. Then 1 -- 1</p> <p>14 minute and 36 seconds through 1 minute and</p> <p>15 40 seconds, this was the library scene.</p> <p>16 (A video recording was played.)</p> <p>17 BY MR. CARLSON:</p> <p>18 Q Okay. And that too was shot using MOVA?</p> <p>19 MR. KLAUS: Objection; misstates the</p> <p>20 witness's testimony, asked and answered.</p> <p>21 You may answer it again.</p> <p>22 THE WITNESS: Yes.</p> <p>23 MR. CARLSON: All right. Now we're at 1:44</p> <p>24 through 1:46.</p> <p>25 (A video recording was played.)</p>	<p style="text-align: right;">Page 114</p> <p>1 testimony, asked and answered.</p> <p>2 You may answer again.</p> <p>3 THE WITNESS: Yes.</p> <p>4 MR. CARLSON: All right.</p> <p>5 (A video recording was played.)</p> <p>6 BY MR. CARLSON:</p> <p>7 Q And then briefly this portion of the -- the</p> <p>8 waltz scene with the Beast looking into Belle's</p> <p>9 eyes, that too was shot using MOVA, correct?</p> <p>10 MR. KLAUS: Objection; misstates the</p> <p>11 testimony, asked and answered.</p> <p>12 You may answer again.</p> <p>13 THE WITNESS: Yes.</p> <p>14 MR. CARLSON: Okay. Thank you to everyone</p> <p>15 for bearing with me with that and I can now jump</p> <p>16 into today's examination.</p> <p>17 Are we all back together here?</p> <p>18 MR. KLAUS: I can see you.</p> <p>19 MR. CARLSON: Good. All right.</p> <p>20 So yesterday we talked a little bit,</p> <p>21 Mr. Condon, about some issues you were having with</p> <p>22 Digital Domain's turnaround of MOVA shots and you</p> <p>23 weren't getting MOVA translations to -- to a CG</p> <p>24 Beast as fast as -- as you were expecting them.</p> <p>25 Q Do you recall that testimony?</p>
<p style="text-align: right;">Page 113</p> <p>1 BY MR. CARLSON:</p> <p>2 Q And I think you testified yesterday that</p> <p>3 you weren't sure whether you used MOVA in this</p> <p>4 portion of the fight scene; is that correct?</p> <p>5 A Yes.</p> <p>6 MR. CARLSON: All right. And we're going</p> <p>7 to go to 1:53 to 1:54.</p> <p>8 (A video recording was played.)</p> <p>9 MR. CARLSON: And this scene, we talked</p> <p>10 about yesterday, the one where the Beast is singing</p> <p>11 "Never More" as -- as Belle is leaving.</p> <p>12 Q That scene was one that was shot using</p> <p>13 MOVA, correct?</p> <p>14 MR. KLAUS: Objection; misstates the</p> <p>15 witness's testimony, asked and answered.</p> <p>16 You may answer again.</p> <p>17 THE WITNESS: Yes.</p> <p>18 MR. CARLSON: All right. Then 1:55 to</p> <p>19 1:56.</p> <p>20 (A video recording was played.)</p> <p>21 MR. CARLSON: We saw briefly a portion of</p> <p>22 the fight scene with Gaston and the Beast.</p> <p>23 Q And you testified that that was shot using</p> <p>24 MOVA, correct?</p> <p>25 MR. KLAUS: Objection; misstates the</p>	<p style="text-align: right;">Page 115</p> <p>1 A Yes.</p> <p>2 Q And then in October of 2015, Mr. Gaub,</p> <p>3 Mr. Steve Gaub, wrote to you and Mr. Hoberman, the</p> <p>4 producer, to provide you with a three-week timeline</p> <p>5 for MOVA transfers.</p> <p>6 Do you recall that?</p> <p>7 A I don't, honestly.</p> <p>8 MR. KLAUS: Yeah, I don't recall that</p> <p>9 either, Mark.</p> <p>10 THE WITNESS: Yeah.</p> <p>11 MR. KLAUS: Did you talk about that</p> <p>12 yesterday?</p> <p>13 MR. CARLSON: No. We're about to, though.</p> <p>14 If you could open, please, for me the</p> <p>15 packet of exhibits, I'm going to see if I can</p> <p>16 refresh your recollection.</p> <p>17 THE WITNESS: Okay.</p> <p>18 MR. CARLSON: And then the exhibit we're</p> <p>19 looking for is an e-mail from Mr. Gaub, Steve Gaub,</p> <p>20 to you and David Hoberman. It's a one-page</p> <p>21 document, and it says Mand-Rearden-0000253 in</p> <p>22 the lower right-hand --</p> <p>23 THE WITNESS: Is it an exhibit number?</p> <p>24 Those are -- those are marked here.</p> <p>25 MR. CARLSON: It -- it doesn't have an</p>

REARDEN LLC, ET AL. vs THE WALT DISNEY COMPANY, ET AL.**Confidential****William Condon on 07/30/2020****Pages 148..151**

Page 148	Page 150
<p>1 there was a rough version of the Beast that had</p> <p>2 nothing to do with -- with Digital Domain that we</p> <p>3 just put -- you know, that we did to make him look</p> <p>4 not like -- to put something over Dan's face.</p> <p>5 But clearly anytime you had a -- a shot</p> <p>6 that was more refined, you wanted to have that in</p> <p>7 there and so I believe this was just urging to get</p> <p>8 as many things in as possible because every time you</p> <p>9 did that, the movie became more watchable, right?</p> <p>10 Q And you -- for the record, who is Bob Iger?</p> <p>11 A He's the chairman of Disney.</p> <p>12 Q And when -- when, you know, portions of</p> <p>13 your -- your film were being shown to the chairman</p> <p>14 of Disney, were you -- I mean, were you interested</p> <p>15 in -- in what his reaction was?</p> <p>16 A It wasn't portions, it was the film.</p> <p>17 Right?</p> <p>18 Q It was the film?</p> <p>19 A It was the movie, the cut of the movie.</p> <p>20 Of course it was, yes.</p> <p>21 Q And -- but you didn't attend?</p> <p>22 A No.</p> <p>23 This happened in Los Angeles.</p> <p>24 Q Did you get any feedback about the -- the</p> <p>25 Bob Iger screening?</p>	<p>1 MR. CARLSON: -- portion.</p> <p>2 MR. KLAUS: Objection; vague and ambiguous.</p> <p>3 You may answer.</p> <p>4 THE WITNESS: Yes.</p> <p>5 MR. CARLSON: Okay. Again, testing your</p> <p>6 recollection of dates here, you did a MOVA re-shoot</p> <p>7 with Mr. Stevens on February 3, 2016.</p> <p>8 Q Do you recall that?</p> <p>9 A Do you mean he went into the rig, not --</p> <p>10 not a -- into the -- into the MOVA rig?</p> <p>11 Q Yes, yes.</p> <p>12 A I'm sure that's true if you say so.</p> <p>13 Was that in Los Angeles?</p> <p>14 Q Well, so I really -- I don't want to put</p> <p>15 words in your mouth.</p> <p>16 A Right.</p> <p>17 MR. CARLSON: So let me just ask you to</p> <p>18 look for Rearden-Feinsilber-0003345 to 46.</p> <p>19 Wait a minute. That's -- those are not the</p> <p>20 correct numbers.</p> <p>21 THE WITNESS: 3319? No.</p> <p>22 MR. CARLSON: This is -- I'm sorry. It's</p> <p>23 WD-DD3-GL0001654 to 1655. I apologize.</p> <p>24 THE WITNESS: Not Rearden-Feinsilber?</p> <p>25 MR. CARLSON: Correct.</p>
Page 149	Page 151
<p>1 A Yeah.</p> <p>2 Just great enthusiasm at that point.</p> <p>3 Q Okay. He was -- he was greatly enthused</p> <p>4 about the movie?</p> <p>5 A Yes.</p> <p>6 Q Who -- who reported to you on -- on the</p> <p>7 feedback from Bob Iger's screening?</p> <p>8 A I don't --</p> <p>9 MR. KLAUS: Objection --</p> <p>10 THE WITNESS: I don't remember.</p> <p>11 BY MR. CARLSON:</p> <p>12 Q Did you discuss it with Mr. Hoberman?</p> <p>13 A My guess is it was Mr. Hoberman, yes,</p> <p>14 exactly. David Hoberman, I should say.</p> <p>15 Q Did he say Mr. Iger was moved by the film?</p> <p>16 A I don't remember that.</p> <p>17 Q Okay. So I -- you can set that one aside.</p> <p>18 And I -- I don't have a document for you</p> <p>19 here. I just want to ask you, there's a -- there's</p> <p>20 a scene in Beauty and the Beast where Belle and the</p> <p>21 Beast have a little snowball fight.</p> <p>22 Do you recall that?</p> <p>23 A Yes.</p> <p>24 Q And did you shoot that using MOVA, the --</p> <p>25 MR. KLAUS: Objection.</p>	<p>1 MR. KLAUS: It's -- the title of this,</p> <p>2 Mr. Condon, is -- it's "Beast MOVA Call Sheet</p> <p>3 February 3rd, 2016."</p> <p>4 THE WITNESS: Yes.</p> <p>5 MR. CARLSON: Yeah, that's an e-mail.</p> <p>6 THE WITNESS: Right. Right. Yes. Okay.</p> <p>7 Good.</p> <p>8 BY MR. CARLSON:</p> <p>9 Q Okay. So I guess my question is -- is just</p> <p>10 whether this refreshes your recollection that you --</p> <p>11 A It does, yes.</p> <p>12 Q -- you did do a MOVA re-shoot with</p> <p>13 Mr. Stevens.</p> <p>14 A Yes.</p> <p>15 Q And -- and we talked about re-shoots a</p> <p>16 little bit yesterday. There was one you wrote an</p> <p>17 additional scene and it was Belle and the Beast in</p> <p>18 the snow on the bridge and she's reading</p> <p>19 Shakespeare.</p> <p>20 Is -- is -- was that what this was about?</p> <p>21 A No, no.</p> <p>22 This is -- this is, again, February -- no,</p> <p>23 this -- that was actually shot. That was something</p> <p>24 we shot film of and then -- and then did the MOVA --</p> <p>25 MOVA additional thing.</p>

REARDEN LLC, ET AL. vs THE WALT DISNEY COMPANY, ET AL.**Confidential****William Condon on 07/30/2020****Pages 184..187**


<p style="text-align: right;">Page 184</p> <p>1 made reference to something going on on June the</p> <p>2 28th and June 29th.</p> <p>3 I just want to be sure that we're</p> <p>4 clear that -- do you have any recollection of having</p> <p>5 heard about this article or the conversation that</p> <p>6 you discussed with Mr. Slater in the editing room</p> <p>7 being specifically on June the 28th?</p> <p>8 A I do not, no.</p> <p>9 MR. CARLSON: Objection; asked and</p> <p>10 answered.</p> <p>11 THE WITNESS: Sorry.</p> <p>12 BY MR. KLAUS:</p> <p>13 Q And do you believe --</p> <p>14 And that's okay, Mr. Condon. Mr. -- as I</p> <p>15 got to object before --</p> <p>16 A I know. I know. I'm sorry. I forgot.</p> <p>17 Yeah.</p> <p>18 MR. KLAUS: -- Mr. -- Mr. -- I assure you,</p> <p>19 Mr. Condon, when this is done, you will definitely</p> <p>20 want to go to law school.</p> <p>21 Q Do you have any recollection of the</p> <p>22 discussion with Mr. Slater that you testified to</p> <p>23 being on June the 29th?</p> <p>24 A Oh, boy. No. I'm sorry. I -- I don't</p> <p>25 know when it happened, but it must have -- it must</p>	<p style="text-align: right;">Page 186</p> <p>1 Beast's face, and it's -- it's the process by which</p> <p>2 Dan's performance is, you know, turned into the</p> <p>3 Beast's image.</p> <p>4 Q And what is your understanding of what that</p> <p>5 process is from his face to the -- to turning it</p> <p>6 into the Beast?</p> <p>7 A You know, I know there are animators</p> <p>8 working, worker bees, you know, working on that.</p> <p>9 That's about all I know.</p> <p>10 Q Okay.</p> <p>11 A I mean, I don't really know the specifics</p> <p>12 of it beyond what I -- the part that I -- and then,</p> <p>13 you know, there's a big gap. There's -- I -- I work</p> <p>14 with Dan in the rig and then I give comments on the</p> <p>15 shot when it's ready to be seen.</p> <p>16 How -- what happens between, I'm -- I'm --</p> <p>17 that is not my area of expertise.</p> <p>18 Q Okay. Do you know, Mr. Condon, whether</p> <p>19 MOVA includes a computer software program?</p> <p>20 A I assume it must.</p> <p>21 Q Do you know anything about what that</p> <p>22 computer software does from a technical level?</p> <p>23 MR. CARLSON: Objection; leading.</p> <p>24 THE WITNESS: I don't know, no.</p> <p>25 ///</p>
<p style="text-align: right;">Page 185</p> <p>1 have been soon -- it was -- if this is when people</p> <p>2 knew about it, it must have been soon after that,</p> <p>3 yeah.</p> <p>4 Q Okay. But you can't say when after June</p> <p>5 the 28th that conversation was?</p> <p>6 MR. CARLSON: Objection; leading and asked</p> <p>7 and answered.</p> <p>8 THE WITNESS: Uh, no.</p> <p>9 MR. KLAUS: Okay. Thank you. You can put</p> <p>10 that to one side.</p> <p>11 Mr. Condon, earlier in your deposition,</p> <p>12 Mr. Carlson asked you a number of questions about</p> <p>13 the use of MOVA in connection with various shots in</p> <p>14 Beauty and the Beast.</p> <p>15 Q Do you recall those questions and answers</p> <p>16 generally?</p> <p>17 A Yes.</p> <p>18 Q And in a number of your answers, you talked</p> <p>19 about MOVA being used in particular shots.</p> <p>20 Do you recall that testimony generally?</p> <p>21 A Yes.</p> <p>22 Q And, Mr. Condon, when you -- when you use</p> <p>23 the term "MOVA," what do you understand MOVA to be?</p> <p>24 A Simply the part of the shot that includes</p> <p>25 when it's a close or sometimes medium shot of the</p>	<p style="text-align: right;">Page 187</p> <p>1 BY MR. KLAUS:</p> <p>2 Q Okay. Do you know in what you were</p> <p>3 describing as the process from Mr. Stevens sitting</p> <p>4 in the rig to an image of a Beast's face for you to</p> <p>5 look at -- do you know whether there are software</p> <p>6 programs that are not MOVA that are used as part of</p> <p>7 that process?</p> <p>8 MR. CARLSON: Objection; leading, assumes</p> <p>9 facts not in evidence.</p> <p>10 THE WITNESS: Yeah, the only thing I'd say</p> <p>11 about that is that in all the shots that we've</p> <p>12 looked at, I do know that every shot involves things</p> <p>13 that have nothing to do with MOVA.</p> <p>14 I mean that they're -- you know, we didn't</p> <p>15 have a real costume. They were always creating a</p> <p>16 costume, a digital costume. That was one of the</p> <p>17 big -- once we made this decision, you know, that</p> <p>18 was one of the big concerns, not having a -- you</p> <p>19 know, an actual, you know, body there.</p> <p>20 So there's a lot of shots -- a lot of</p> <p>21 things that are happening that have nothing to do</p> <p>22 with what's happening here.</p> <p>23 Q Okay. Do you know whether the fur has</p> <p>24 anything to do with MOVA, on the Beast's face?</p> <p>25 A I assume it does, right?</p>

REARDEN LLC, ET AL. vs THE WALT DISNEY COMPANY, ET AL.**Confidential****William Condon on 07/30/2020****Pages 188..191**

Page 188	Page 190
<p>1 I don't know.</p> <p>2 Q I'm just asking -- I'm just asking if you</p> <p>3 know whether it does or not.</p> <p>4 A I don't -- I don't know because I assume</p> <p>5 any process involves, you know, adding fur, you</p> <p>6 know.</p> <p>7 In Cats, they weren't using MOVA, God help</p> <p>8 them, and they were adding fur, so --</p> <p>9 Q Do you -- and do you know what software</p> <p>10 adds fur to the Beast's face?</p> <p>11 A No.</p> <p>12 Q What about the eyes? Do you know whether</p> <p>13 MOVA has anything to do with Mr. Stevens' eyes?</p> <p>14 A No.</p> <p>15 I think that's the problem, right? You</p> <p>16 can't spray the eyes. You can't -- you can't</p> <p>17 capture that, right? So no.</p> <p>18 Q And do you know what computer software is</p> <p>19 used for purposes of putting the eyes into the</p> <p>20 Beast?</p> <p>21 A I do not.</p> <p>22 Q Have you ever heard of something called a</p> <p>23 tracked mesh, Mr. Condon?</p> <p>24 A I -- I can't say specifically. I've -- you</p> <p>25 know, I -- I've looked at my Blade Runner extras and</p>	<p>1 A Yes.</p> <p>2 Q And when you were using "the MOVA</p> <p>3 technology" in that question and answer, were you --</p> <p>4 were you thinking of -- of MOVA as you've described</p> <p>5 it to me just a few minutes ago?</p> <p>6 MR. CARLSON: Objection; asked and</p> <p>7 answered.</p> <p>8 THE WITNESS: Yes, I -- I don't -- I'm not</p> <p>9 sure I follow the question, but -- but I was</p> <p>10 thinking of MOVA as described, yes.</p> <p>11 MR. KLAUS: Okay.</p> <p>12 Q And yesterday Mr. -- yesterday Mr. Carlson</p> <p>13 showed you a set of questions and answers that had</p> <p>14 been written up for an interview that you did for</p> <p>15 the DVD release.</p> <p>16 Do you recall that, looking at that</p> <p>17 document and him questioning you about that?</p> <p>18 A Yes.</p> <p>19 Q And one of the lines there said "Every</p> <p>20 muscle, all those tiny little things are Dan's."</p> <p>21 Do you recall that generally?</p> <p>22 A Yes.</p> <p>23 Q And Mr. Carlson asked you if it was MOVA</p> <p>24 that allowed you to capture that level of nuance in</p> <p>25 Mr. Stevens' facial expressions.</p>
Page 189	Page 191
<p>1 things like that, or, you know, Terminator, you</p> <p>2 know, and I assume the mesh is the -- is the green</p> <p>3 thing in the computer -- I -- I truly do sound like</p> <p>4 an idiot, but I am when it comes to this stuff, but</p> <p>5 I assume that's what you're referring to.</p> <p>6 Q Okay. And do you ever recall reviewing a</p> <p>7 tracked mesh of Mr. Stevens' facial performance</p> <p>8 during your work on Beauty and the Beast?</p> <p>9 MR. CARLSON: Objection; leading.</p> <p>10 THE WITNESS: No.</p> <p>11 BY MR. KLAUS:</p> <p>12 Q I want to ask you, do you recall that</p> <p>13 Mr. Carlson showed you a video of a -- a promotional</p> <p>14 event at the TCL Chinese Theatre in Hollywood?</p> <p>15 Do you recall that?</p> <p>16 A Yes.</p> <p>17 Q And do you recall Mr. Carlson asked you if</p> <p>18 it was MOVA technology that allowed you to take the</p> <p>19 elements of Mr. Stevens' facial performance and</p> <p>20 preserve them in the CG Beast?</p> <p>21 Do you remember that --</p> <p>22 A Yes.</p> <p>23 Q -- question?</p> <p>24 A Yes.</p> <p>25 Q And do you remember you said "yes"?</p>	<p>1 Do you recall that?</p> <p>2 A Yes.</p> <p>3 Q And you answered "yes," right?</p> <p>4 A Yes.</p> <p>5 Q And when you were -- when you were saying</p> <p>6 that it was MOVA that allowed you to capture that</p> <p>7 level of -- of nuance, what did you mean by "MOVA"?</p> <p>8 A I meant the process specifically in that</p> <p>9 case of the spray that captured every pore, it</p> <p>10 seemed, on Dan's face as opposed to the -- to the</p> <p>11 dot system that other -- other technologies use</p> <p>12 where animators have to sort of fill in the blanks</p> <p>13 themselves.</p> <p>14 Q Okay. Were you -- did you also mean the --</p> <p>15 the entire sort of MOVA process after the facial</p> <p>16 capture as well?</p> <p>17 MR. CARLSON: Objection; leading.</p> <p>18 THE WITNESS: I guess so.</p> <p>19 I mean, I always thought of it as -- again,</p> <p>20 as I've said, I've always thought of it as -- as a</p> <p>21 process, the fact that we didn't have to have that</p> <p>22 thing, and also the ability to capture more -- more</p> <p>23 of his face.</p> <p>24 I don't think I was referring to whatever</p> <p>25 happens after that, but that process was -- that's</p>

REARDEN LLC, ET AL. vs THE WALT DISNEY COMPANY, ET AL.**Confidential****William Condon on 07/30/2020****Pages 196..198**

Page 196		Page 198	
1	DECLARATION UNDER PENALTY OF PERJURY	1	CHANGES AND SIGNATURE
2		2	WITNESS NAME: William Condon, 07/30/2020
3	Case Name: REARDEN VS. THE WALT DISNEY COMPANY	3	PAGE LINE CHANGE REASON
4	Date of Deposition: July 30, 2020	4	
5		5	
6		6	
7	I, WILLIAM CONDON, hereby certify under	7	
8	penalty of perjury under the laws of the State of	8	
9	_____ that the foregoing is true and	9	
10	correct.	10	
11	Executed this ____ day of	11	
12	_____, 20____, at _____.	12	
13		13	
14		14	
15		15	
16	_____	16	
17	WILLIAM CONDON	17	
18		18	
19		19	
20		20	I, William Condon, have read the foregoing
21		21	transcript and hereby affix my signature that same is
22		22	true and correct, except as noted above.
23		23	
24		24	_____
25		25	William Condon

Page 197	
1	I, the undersigned, a Certified Shorthand
2	Reporter of the State of California, do hereby certify:
3	That the foregoing proceedings were taken
4	before me at the time and place herein set forth with
5	all participants appearing remotely before me; that any
6	witnesses in the foregoing proceedings, prior to
7	testifying, were duly sworn or affirmed; that a record
8	of the proceedings was made by me using machine
9	shorthand, which was thereafter transcribed under my
10	direction; that the foregoing transcript is a true
11	record of the testimony given.
12	Further, that if the foregoing pertains to
13	the original transcript of a deposition in a federal
14	case, before completion of the proceedings, review of
15	the transcript [x] was [] was not requested.
16	I further certify I am neither financially
17	interested in the action nor a relative or employee of
18	any attorney or party to this action.
19	IN WITNESS WHEREOF, I have this date
20	subscribed my name.
21	
22	Dated: August 11, 2020
23	
24	_____
25	Rhonda Norberg CSR No. 9265, CCRR No. 185